

United States Bankruptcy Court Southern District of New York	Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Getty Petroleum Marketing Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>11-3339235</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>1500 Hempstead Tpke. East Meadow, NY</b> <div>ZIP CODE <b>11554</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div>ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Nassau</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div>ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div>ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):  
**New York, New York**

ZIP CODE

Type of Debtor (Form of Organization) (Check <b>one</b> box.)	Nature of Business (Check <b>one</b> box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check <b>one</b> box.)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i>	<input type="checkbox"/> Health Care Business	<input type="checkbox"/> Chapter 7
<input checked="" type="checkbox"/> Corporation (includes LLC and LLP)	<input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)	<input type="checkbox"/> Chapter 9
<input type="checkbox"/> Partnership	<input type="checkbox"/> Railroad	<input checked="" type="checkbox"/> Chapter 11
<input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Stockbroker	<input type="checkbox"/> Chapter 12
	<input type="checkbox"/> Commodity Broker	<input type="checkbox"/> Chapter 13
	<input type="checkbox"/> Clearing Bank	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding
	<input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
	<b>Tax-Exempt Entity</b> (Check box, if applicable.)	<b>Nature of Debts</b> (Check one box.)
	<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose."
		<input checked="" type="checkbox"/> Debts are primarily business debts

Filing Fee (Check one box.)	Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached.	<b>Check one box:</b>
<input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.	<input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
<input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
	<b>Check if:</b>
	<input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ).
	<b>Check all applicable boxes:</b>
	<input type="checkbox"/> A plan is being filed with this petition.
	<input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information	THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
Estimated Number of Creditors (Consolidated numbers including all affiliates)	
<input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets (Consolidated numbers including all affiliates)	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities (Consolidated numbers including all affiliates)	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Getty Petroleum Marketing Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">                 _____                  (Name of landlord that obtained judgment)             </div> <div style="text-align: right; margin-right: 100px;">                 _____                  (Address of landlord)             </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<b>B1 (Official Form) 1 (4/10)</b>		<b>Pg 3 of 16</b>		<b>Page 3</b>	
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>			Name of Debtor(s): <u>Getty Petroleum Marketing Inc.</u>		
<b>Signatures</b>					
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (if not represented by attorney)  _____ Date			<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only <b>one</b> box.)  <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.  <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ (Signature of Foreign Representative)  _____ (Printed Name of Foreign Representative)  _____ Date		
<b>Signature of Attorney*</b>  X <u>/s/ John H. Bae</u> Signature of Attorney for Debtor(s) <u>John H. Bae, Esq.</u> Printed Name of Attorney for Debtor(s) <u>Greenberg Traurig, LLP</u> Firm Name <u>200 Park Avenue</u> Address <u>MetLife Building</u> _____ <u>212-801-9200</u> Telephone Number <u>December 5, 2011</u> Date  *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.			<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.  _____ Printed Name and title, if any, of Bankruptcy Petition Preparer  _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ Address  _____ X _____ _____ Date  Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.  Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X <u>/s/ Bjorn Q. Aaserod</u> Signature of Authorized Individual <u>Bjorn Q. Aaserod</u> Printed Name of Authorized Individual <u>Chief Executive Officer and Chairman of the Board</u> Title of Authorized Individual <u>December 5, 2011</u> Date					

### **SCHEDULE 1**

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the “Debtors”), that filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, contemporaneously with the filing of this petition. The Debtors filed a motion requesting joint administration.

1. Gasway Inc.
2. Getty Petroleum Marketing Inc.
3. Getty Terminals Corp.
4. PT Petro Corp.

**WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
GETTY PETROLEUM MARKETING INC.**

The undersigned, being all of the members of the Board of Directors (the “**Board**”) of Getty Petroleum Marketing Inc., a Maryland corporation (the “**Corporation**”), pursuant to the provisions of Section 2-408 of the Maryland General Corporation Law, agree and consent to the resolutions set forth below, which shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, the Board has reviewed the historical, financial and operational performance of the Corporation, the market for the Corporation’s products and services, and the current and long term liabilities of the Corporation; and

WHEREAS, the Board has considered the Corporation’s current financial position, its results of operations and its present and near-term ability to pay its debts generally as they become due; and

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors and other constituents that a voluntary petition be filed by the Corporation and Getty Terminals Corp., a New York corporation, Gasway Inc., a New York corporation, and PT Petro Corp. a New York corporation (collectively, the “**Filing Subsidiaries**”) seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”), and the Board hereby resolves that such filing be made; and so be it further

RESOLVED, that each of the President, Vice President, Chief Executive Officer, Chief Financial Officer, Treasurer or Secretary of the Corporation (each, an “**Authorized Officer**”) be authorized, empowered and directed, in the name and on behalf of the Corporation and its Filing Subsidiaries, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”, and such bankruptcy case in the Bankruptcy Court, the “**Chapter 11 Case**”) at such time as said officer executing the same shall determine; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered, authorized and directed to employ the law firm of Greenberg Traurig, LLP as general bankruptcy counsel to the Corporation to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority for the Corporation and its Filing Subsidiaries to retain the services of Greenberg Traurig LLP; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered, authorized and directed to employ such individuals and/or firms as professionals or consultants or financial advisors to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and in connection therewith, that the Authorized Officers be authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority for the Corporation to retain the services of such firms; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered, authorized and directed to execute and file all schedules, motions, applications, pleadings, and other papers and to take and perform any and all further acts and deeds which they deem necessary, proper, or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case and proceedings, the taking of such actions constituting conclusive evidence that such Authorized Officers deemed such actions to be necessary, desirable or appropriate; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered, authorized and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other action as in the judgment of such Authorized Officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Corporation's business under chapter 11 of the Bankruptcy Code, the taking of such actions constituting conclusive evidence that such Authorized Officers deemed such actions, and such documents, as applicable, to be necessary, desirable or appropriate; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered, authorized and directed to direct Getty Terminals Corp., a

New York corporation, Gasway Inc., a New York corporation, and PT Petro Corp. a New York corporation, as such Authorized Officers may deem necessary, desirable or appropriate to carry out the intent of any and all of the foregoing resolutions in accordance therewith, the taking of such actions constituting conclusive evidence that such Authorized Officers deemed such actions, and such documents, to be necessary, desirable or appropriate; and so be it further

RESOLVED, that any and all actions heretofore taken by any Authorized Officer of the Corporation in the name and on behalf of the Corporation in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, ratified, approved and confirmed in all respects by the Board; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered and authorized in the name and on behalf of the Corporation to execute (by manual, facsimile or electronic signature) and deliver any and all agreements, letters, documents or other writings, and to take all such other actions (including, without limitation, the payment of expenses), that such officer or officers may deem necessary, desirable or appropriate in order to carry out the purposes and intents of each and all of the foregoing resolutions, the taking of such actions constituting conclusive evidence that such Authorized Officers deemed such actions, and such documents, to be necessary, desirable or appropriate; and so be it further

RESOLVED, that the minutes of the meetings of the Board be, and they hereby are, approved in all respects; and so be it further

RESOLVED, that the Authorized Officers be, and each of them severally hereby is, empowered, authorized and directed to file this Written Consent and the Minutes in the Corporation's minute book; and so be it further

RESOLVED, that this Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument; and so be it further

RESOLVED, that an electronic transmission of this Written Consent shall be deemed an original and any person may rely upon an electronic transmission of this Written Consent in determining the validity of the actions taken by the Board hereunder.

[Signature page follows]

**IN WITNESS WHEREOF**, the undersigned have duly executed this Written Consent as  
of the date first set forth above.

/s/ Bjorn Q. Aaserod  
Bjorn Q. Aaserod

/s/ Scott Karro  
Scott Karro

Loring I. Fenton  
John H. Bae  
Kaitlin R. Walsh  
Michael J. Schrader  
GREENBERG TRAURIG, LLP  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 801-9200  
Facsimile: (212) 801-6400

Proposed Counsel for the Debtors  
and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>GETTY PETROLEUM MARKETING INC.,</b>	:	<b>Case No. _____ ( )</b>
	:	
<b>Debtor.</b>	:	<b>Joint Administration Pending</b>
-----	X	

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, Getty Petroleum Marketing Inc. (the “**Company**”) hereby states that the following corporations directly or indirectly own 10% or more of the Company’s equity interests as of the date hereof:

Shareholder	Approximate Percentage of Shares Held
Cambridge Petroleum Holding Inc.	100%

The Company does not own (directly or indirectly) 10% or more of any class of a corporation’s publicly traded equity interests. The Company does not own an interest in any general or limited partnership or joint venture.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York  
December 5, 2011

/s/ Bjorn Q. Aaserod  
Bjorn Q. Aaserod  
Chief Executive Officer and  
Chairman of the Board

Loring I. Fenton  
John H. Bae  
Kaitlin R. Walsh  
Michael J. Schrader  
GREENBERG TRAURIG, LLP  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 801-9200  
Facsimile: (212) 801-6400

Proposed Counsel for the Debtors  
and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	x
<b>In re:</b>	: <b>Chapter 11</b>
	:
<b>GETTY PETROLEUM MARKETING INC., <u>et al.</u>,</b>	: <b>Case No. _____ ( )</b>
	:
<b>Debtors.</b>	: <b>Joint Administration Pending</b>
-----	x

**CONSOLIDATED LIST OF CREDITORS  
HOLDING THIRTY LARGEST UNSECURED CLAIMS**

Following is the consolidated list of the Debtors' creditors holding the thirty (30) largest unsecured claims.<sup>1</sup> The list is prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing these chapter 11 cases. The list does not include (i) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims; or (iii) claims held by any of the Debtors' employees. Any amounts listed herein are estimated, subject to verification and later dispute. Without limiting the forgoing, the Debtors reserve their rights to dispute or challenge any claim on this list for any reason. The information set forth on this schedule shall not constitute an

<sup>1</sup> This list reflects outstanding obligations using the most current information available as of December 1, 2011. The Debtors reserve the right to amend this list based on information existing as of the commencement date of the Debtors' chapter 11 cases.

admission of liability by, nor is binding on, the Debtors, and the failure to list a claim as contingent, disputed or subject to setoff shall not be a waiver of any of the Debtors' rights relating thereto.

	<b>Name of Creditor<sup>2</sup></b>	<b>Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted</b>	<b>Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)</b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim (If Secured Also State Value of Security)</b>
1	Bionol Clearfield LLC	Bionol Clearfield LLC 250 Technology Drive Clearfield, PA 16830 Attn: Alfred Giuliano Tel: 856.767.3000	Arbitration Award	Contingent Unliquidated Disputed	\$230,000,000.00
2	LUKOIL North America LLC	LUKOIL North America LLC 505 Fifth Avenue New York, NY 10017 Attn: Michael G. Lewis Tel: 646.415.7194	Contract	Contingent Unliquidated Disputed	\$42,000,000.00
3	Getty Properties Corp.	Getty Properties Corp. 125 Jericho Tpke, Suite 103 Jericho, NY 11753 Attn: Josh Dicker Tel: 516.478.5400	Lease Dispute	Contingent Unliquidated Disputed Setoff	\$13,907,847.93
4	Akin Gump Strauss Hauer & Feld LLP	Akin Gump Strauss Hauer & Feld LLP 1333 New Hampshire Ave NW Washington, DC 20036 Attn: Tony Renzi Tel: 202.887.4596	Professional Fees	Disputed	\$1,904,479.26
5	Cooley Manion Jones LLP	Cooley Manion Jones LLP Counselors At Law 21 Custom House Street Boston, MA 12110-3536 Attn: Harry Manion Tel: 617.737.3100	Professional Fees	Disputed	\$825,630.42
6	Tyree Service Corp.	Tyree Service Corp. Dept Ch 19179, Palatine, IL 60055-9179 Attn: Stephen J. Tyree Tel : 631.249.3150	Maintenance Fees		\$513,238.90
7	Citibank, N.A.	Citibank, N.A. Attn: Citi Tampa Billing 3800 Citibank Center Blg B, 3rd Floor	Bank Fees	Disputed Setoff	\$277,580.94

<sup>2</sup> This list does not include lessees for which the Debtors are required to hold a security or credit deposit under the terms of the applicable lease. The Debtors reserve all rights with respect to these deposits.

	<b>Name of Creditor<sup>2</sup></b>	<b>Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted</b>	<b>Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)</b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim (If Secured Also State Value of Security)</b>
		Tampa, FL 33610 Attn: Luis E. Chapellin, CTP Tel: 713.752.5323			
8	Tyree Environmental Corp.	Tyree Environmental Corp. Dept Ch 19179 Palatine, IL 60055-9179 Attn: Stephen J. Tyree Tel: 631.249.3150	Consulting Fees		\$291,860.96
9	Thompson Hine LLP	Thompson Hine LLP 335 Madison Avenue 12th Floor New York, NY 10017-4611 Attn: Barry Kazan Tel: 212.908.3921	Professional Fees		\$201,784.32
10	Mc Carter & English LLP	Mc Carter & English LLP Four Gateway Center 100 Mulberry Street Newark, NJ 07101-0652 Attn: Joseph Cherico Tel: 203.399.5940	Professional Fees		\$186,758.16
11	South Jersey Fuel	South Jersey Fuel P. O. Box 897 Elmer, NJ 08318 Attn: Leon Sobczak Tel: 856.358.7555	Trade Debt		\$182,460.71
12	Anderson Kill & Olick, P.C.	Anderson Kill & Olick, P.C. 1251 Avenue Of The Americas New York, NY 10020-1182 Attn: Charles Lee Tel: 203.388.7970	Professional Fees		\$154,770.34
13	Bleakley Platt & Schmidt, LLP	Bleakley Platt & Schmidt, LLP One North Lexington Ave Po Box 5056 White Plain, NY 10602 Attn: William P. Harrington Tel: 914.287.6104	Professional Fees		\$100,035.21
14	Sunoco, Inc.	Sunoco, Inc. 1801 Market Street Philadelphia, PA 19103 Attn: Legal Department Tel: 215.977.3000	Trade Debt		\$95,692.13
15	Posternak Blankstein & Lund	Posternak Blankstein & Lund 800 Boylston St., Ste 3200 Boston, MA 02199-8161 Attn: Gary Smith Tel: 617.973.6277	Professional Fees		\$65,616.46
16	Citgo Petroleum Corp.	Citgo Petroleum Corp. P.O. Box 840156	Trade Debt		\$63,954.96

	<b>Name of Creditor<sup>2</sup></b>	<b>Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted</b>	<b>Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)</b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim (If Secured Also State Value of Security)</b>
		Dallas, TX 75284-0156 Attn: Legal Department Tel: 405.270.6200			
17	Arfa Enterprises, Inc.	Arfa Enterprises, Inc. 4350 Haddonfield Road, Suite 200 Pennsauken, NJ 08109 Attn: Alex Prakhin Tel: 856.486.0550	Trade Debt		\$62,447.88
18	Fox Rothschild LLP	Fox Rothschild LLP Attorneys At Law 100 Park Avenue, Suite 1500 New York, NY 10017 Attn: Michael Slapo Tel: 212.878.7920	Professional Fees		\$53,762.66
19	Brach Eichler LLC	Brach Eichler LLC 101 Eisenhower Parkway Attn: Accounts Receivable Roseland, NJ 07068 Attn: Frances B. Stella, Esq. Tel: 973.403.3149	Professional Fees		\$49,753.82
20	Friedman Gaythwaite	Friedman Gaythwaite Wolf & Leavitt 25 Pearl Street Portland, ME 04112-4726 Attn: Harold J. Friedman Tel: 207-761-0900	Professional Fees		\$48,320.94
21	Ruskin, Moscou, Evans, & Faltischek, P.C.	Ruskin, Moscou, Evans, & Faltischek, P.C. 190 Eab Plaza East Tower, 15th Floor Uniondale, NY 11556 Attn: Debra Pascarella Tel: 516.663.6564	Professional Fees		\$43,203.07
22	Junell Corporation	Junell Corporation 420 Imperial Court East Bensalem, PA 19020 Attn: Bob Mack Tel: 215.244.2114	Trade Debt		\$39,225.96
23	Archery Paint & Plaster, Inc.	Archery Paint & Plaster, Inc. 2 Space Avenue Farmingville, NY 11738 Attn: George Argyris Tel: 631.736.6312	Trade Debt		\$25,350.00
24	E.S.& H. Compliance	E.S.& H. Compliance 1795 Boston Post Road-Unit 4b Guilford, CT 06437	Consultant Fees		\$23,055.59

	<b>Name of Creditor<sup>2</sup></b>	<b>Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted</b>	<b>Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)</b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff</b>	<b>Amount of Claim (If Secured Also State Value of Security)</b>
		Attn: Denise M. Leone Tel: 203.453.2218			
25	Lexpath Technologies Holdings	Lexpath Technologies Holdings 132 East 43rd #701 New York, NY 10017 Attn: Daniel Generosa Tel: 877.539.7284	Trade Debt		\$14,799.42
26	Kilpatrick Stockton, LLP	Kilpatrick Stockton, LLP Po Box 945614 Atlanta, GA 30394 Attn: Stephen Feingold Tel: 212.775.8782	Professional Fees		\$14,765.27
27	Camin Cargo Control, Inc.	Camin Cargo Control, Inc. P.O. Box 676211 Dallas, TX 75267-6211 Attn: Raul David Tel: 908.862.1899	Trade Debt		\$13,701.08
28	Metro Terminals Corp.	Metro Terminals Corp. 498 Kingsland Avenue Brooklyn, NY 11222 Attn: Thomas J. Torre Tel: 718.389.5800	Trade Debt		\$11,401.41
29	Groundwater & Environmental Services, Inc.	Groundwater & Environmental Services, Inc. 440 Creamery Way Suite 500 Exton, PA 19341 Attn: Michael Lemon Tel: 800.220.3068	Consultant Fees		\$9,521.77
30	Atlantic Product Services, Inc.	Atlantic Product Services, Inc. 2 Terminal Road Building Ob2 Carteret, NJ 07008 Attn: Stephen Levano Tel: 732.969.4800	Trade Debt		\$8,631.50

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Bjorn Q. Aaserod, Chief Executive Officer and Chairman of the Board of the Debtors in these cases, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Dated: New York, New York  
December 5, 2011

/s/ Bjorn Q. Aaserod

Bjorn Q. Aaserod  
Chief Executive Officer and  
Chairman of the Board